

~~RECORDED~~ 23753-A

DEC 6 '01 12-48 PM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 6, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of December 5, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and of Assignment of Purchase Order which is being filed with the Board under Recordation Number 23753.

The names and addresses of the parties to the enclosed document are:

Assignor: Trimarc Financial, Inc.
115 Calle De Industrias, Suite 205
San Clemente, California 92672

Assignee: Deutsche Financial Services Corporation
1181 C Lake Cook Road
Deerfield, Illinois 60015

A description of the railroad equipment covered by the enclosed document is:

121 scrap service gondola railcars: 51 within the series AMGX 5026 – AMGX 5204 and 60 marked AMGX 4101– AMGX 4160.

Mr. Vernon A. Williams
December 6, 2001
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A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT
OF LEASE

TRIMARC FINANCIAL, INC.
(ASSIGNOR)

AND

DEUTSCHE FINANCIAL SERVICES
CORPORATION
(ASSIGNEE)

December 5, 2001

RECORDING NO. 23753-A FILED

DEC 6 '01 12-48 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Lease is hereby entered into as of this 5th day of December, 2001 by and between Trimarc Financial, Inc., a California corporation ("Assignor") and Deutsche Financial Services Corporation, a Nevada corporation ("Assignee").

WITNESSETH:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to that certain Assignment of Lease Without Recourse, executed of even date herewith (the "Assignment"), Assignor hereby sells, assigns, transfers and sets over unto Assignee, all of Assignor's right, title and interest in and to the lease of one hundred and eleven (111) used gondola railcars (the "Railcars"), evidenced by that certain Master Lease No. MLA -1183 with AMG Resources Corporation ("Lessee"), dated as of November 20, 2001, Lease Schedule No. 1 thereto and incorporating the terms thereof, dated as of November 20, 2001 and that certain "Addendum 'A' to Master Lease No. MLA-1183, With Respect to Lease Schedule 1", dated as of November 20, 2001 (collectively, together with all of the riders, schedules and other attachments thereto, the "Lease"), in the Assigned Base Rent payable under the Lease, in any guaranty of or security under the Lease and in the End of Term Purchase Price, together with all of Assignor's rights and remedies under the Lease, including, without limitation, the right to collect from Lessee all Assigned Base Rent, the End of Term Purchase Price and all other sums payable under the Lease, such as casualty value payments, indemnity payments, reimbursements for insurance, transportation, taxes and maintenance.

As security for all amounts due and payable under the Lease and this Assignment, Assignor has granted (as set forth in the Assignment) and hereby grants to Assignee a security interest in the Lease and the Railcars, identified and more fully described on the attached Schedule "A" hereto, and in all proceeds of the Lease and the Railcars. As used herein, "Assigned Base Rent" and "End of Term Purchase Price" are as defined in the Assignment.

Notwithstanding anything to the contrary contained herein, or in the Assignment, in the event that the Lease is or is determined to be a lease intended as security (for example, a conditional sales contract, chattel mortgage or other form of security agreement) or a lease that creates or provides for a security interest, then Assignor has assigned (as set forth in the Assignment) and hereby assigns its security interest in the Railcars to Assignee.

Assignor also hereby assigns to Assignee that certain Memorandum of Lease Agreement and Assignment of Purchase Order entered into by and between Assignor and Lessee and recorded simultaneously herewith.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, with each executed counterpart constituting an original, but together all counterparts creating only one Memorandum of Assignment of Lease.

RECORDING NO. 23753-A (12)

DEC 6 '01 12- 4 8 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by there respective corporate officers as of the date and year first above written.

TRIMARC FINANCIAL, INC.
as Assignor

By: 

Name: Chris Robinson

Title: Vice President

DEUTSCHE FINANCIAL SERVICES CORPORATION
as ASSIGNEE

By: _____

Name: Patrick J. Mazzanti

Title: Assistant Vice President

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by there respective corporate officers as of the date and year first above written.

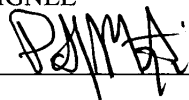
TRIMARC FINANCIAL, INC.
as Assignor

By: _____

Name: Chris Robinson

Title: Vice President

DEUTSCHE FINANCIAL SERVICES CORPORATION
as ASSIGNEE

By:  _____

Name: Patrick J. Mazzanti

Title: Assistant Vice President

STATE OF California)
) ss.
COUNTY OF Orange)

On this 5 day of December, 2001, before me personally appeared Chris Robinson, to me personally known, who being by me duly sworn, says that he is the Vice President of TRIMARC FINANCIAL, INC., that the foregoing instrument was signed on behalf of said ~~national banking~~ corporation ~~association~~, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Brandon Tatum



My commission expires: Aug 31, 2003

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of December, 2001, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of DEUTSCHE FINANCIAL SERVICES CORPORATION, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: _____

My commission expires: _____

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of December, 2001, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of TRIMARC FINANCIAL, INC., that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: _____

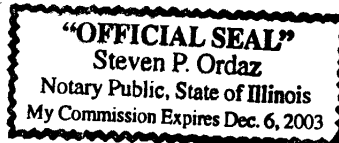
My commission expires: _____

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 5th day of December, 2001, before me personally appeared PATRICK J. MAZZANTI, to me personally known, who being by me duly sworn, says that he is the AVP of DEUTSCHE FINANCIAL SERVICES CORPORATION, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Steven P. Ordaz

My commission expires: 12/6/2003



SCHEDULE "A"
To Memorandum of Assignment of Lease
SCHEDULE OF RAILCARS

111 Railcars, as
follows:

- 51 ORTNER SCRAP SERVICE GONDOLA RAILCARS - 125-TON, 315,000 LBS
GRL - 5000 CFC. BUILT - 1975 TO 1976. REPORTING MARKS AMGX AND
ROAD NUMBERS AS FOLLOWS:

AMGX 5026	AMGX 5068	AMGX 5096
AMGX 5032	AMGX 5069	AMGX 5000
AMGX 5034	AMGX 5071	AMGX 5035
AMGX 5037	AMGX 5073	AMGX 5036
AMGX 5041	AMGX 5074	AMGX 5040
AMGX 5046	AMGX 5075	AMGX 5044
AMGX 5049	AMGX 5077	AMGX 5059
AMGX 5053	AMGX 5078	AMGX 5091
AMGX 5055	AMGX 5079	AMGX 5093
AMGX 5056	AMGX 5080	AMGX 5097
AMGX 5058	AMGX 5083	AMGX 5098
AMGX 5060	AMGX 5084	AMGX 5099
AMGX 5061	AMGX 5085	AMGX 5200
AMGX 5062	AMGX 5086	AMGX 5201
AMGX 5064	AMGX 5087	AMGX 5202
AMGX 5065	AMGX 5090	AMGX 5203
AMGX 5067	AMGX 5095	AMGX 5204

- 60 THRALL SCRAP SERVICE GONDOLA RAILCARS - 100 TON,
263,000 LBS GRL - 4000 CFC. BUILT - 1974. REPORTING MARKS AMGX AND
ROAD NUMBERS AS FOLLOWS:

AMGX 4101	AMGX 4116	AMGX 4131	AMGX 4146
AMGX 4102	AMGX 4117	AMGX 4132	AMGX 4147
AMGX 4103	AMGX 4118	AMGX 4133	AMGX 4148
AMGX 4104	AMGX 4119	AMGX 4134	AMGX 4149
AMGX 4105	AMGX 4120	AMGX 4135	AMGX 4150
AMGX 4106	AMGX 4121	AMGX 4136	AMGX 4151
AMGX 4107	AMGX 4122	AMGX 4137	AMGX 4152
AMGX 4108	AMGX 4123	AMGX 4138	AMGX 4153
AMGX 4109	AMGX 4124	AMGX 4139	AMGX 4154
AMGX 4110	AMGX 4125	AMGX 4140	AMGX 4155
AMGX 4111	AMGX 4126	AMGX 4141	AMGX 4156
AMGX 4112	AMGX 4127	AMGX 4142	AMGX 4157
AMGX 4113	AMGX 4128	AMGX 4143	AMGX 4158
AMGX 4114	AMGX 4129	AMGX 4144	AMGX 4159
AMGX 4115	AMGX 4130	AMGX 4145	AMGX 4160